

B1 (Official Form 1)(4/10)

United States Bankruptcy Court District of Massachusetts		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Northern Berkshire Healthcare, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FDBA Northern Berkshire Health Systems, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 22-2563466		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 71 Hospital Avenue North Adams, MA <div style="text-align: right; font-size: small;">ZIP Code 01247</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Berkshire		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input checked="" type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between; font-size: x-small;"> <div><input type="checkbox"/> 1-49</div> <div><input checked="" type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> OVER 100,000</div> </div>		
Estimated Assets <div style="display: flex; justify-content: space-between; font-size: x-small;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		
Estimated Liabilities <div style="display: flex; justify-content: space-between; font-size: x-small;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		

B1 (Official Form 1)(4/10)

Page 2

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Northern Berkshire Healthcare, Inc.

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Northern Berkshire Healthcare, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Steven T. Hoort

Printed Name of Attorney for Debtor(s)

Ropes & Gray LLP

Firm Name

Prudential Tower

800 Boylston Street

Boston, MA 02199-3600

Address

617-951-7000 Fax: 617-951-7050

Telephone Number

6/13/2011
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

William F. Frado, Jr.

Printed Name of Authorized Individual

President

Title of Authorized Individual

6/13/11
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

**RESOLUTIONS OF THE BOARD OF TRUSTEES (THE "BOARD")
OF NORTHERN BERKSHIRE HEALTHCARE, INC. (THE "CORPORATION")**

BE IT RESOLVED by vote of the Board on this 26th day of May, 2011 that:

- WHEREAS: The Board has considered the business and financial condition and results of operations of the Corporation, on the date hereof, including the assets and liabilities of the Corporation;
- WHEREAS: The Board has been presented with a chapter 11 plan of reorganization for the Corporation (the "Plan"); and
- WHEREAS: The Board has reviewed, considered, and received the recommendations of the senior management and legal, financial, and other advisors of the Corporation as to the relative risks and benefits of (a) pursuing bankruptcy proceedings under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), (b) pursuing confirmation of the Plan, and (c) pursuing a termination of the Corporation's defined benefit pension plan (the "Pension Plan").

NOW, THEREFORE, it is hereby resolved:

**Authorization for Filing a Voluntary Petition Under
Chapter 11 of the Bankruptcy Code and Related Matters**

- RESOLVED: That in the judgment of the Board, it is desirable and in the best interests of the Corporation and its creditors and other parties in interest that the Corporation commence a bankruptcy proceeding (the "Chapter 11 Case") by filing a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code (the "Petition") in the United States Bankruptcy Court for the District of Massachusetts (the "Bankruptcy Court") on or after June 6, 2011;
- RESOLVED: That the Board approves the Plan in substantially the form presented to the Board, with such changes as deemed necessary or appropriate by any member of the Reorganization Subcommittee of the Board¹ (the "Subcommittee"), the Chief Executive Officer of the Corporation, or the Chief Financial Officer of the Corporation (together, the "Authorized Persons");
- RESOLVED: That the Authorized Persons be, and they are, and each of them acting singly is, hereby authorized and directed, in the name of and on behalf of the Corporation, to execute and verify the Petition under chapter 11 of the Bankruptcy Code and the Plan, and to cause the same to be filed in the

¹ As of the date hereof, the members of the Subcommittee are trustees Dr. Arthur Turton, William Frado, Richard Jette, and Bruce Grinnell.

Bankruptcy Court at such time as the Authorized Person executing the Petition and the Plan shall determine;

RESOLVED: That the Authorized Persons be, and they are, and each of them acting singly is, authorized and directed to execute and file, in the name of and on behalf of the Corporation, the Petition, the Plan, schedules, lists, and other motions, papers, or documents, and to take any and all action that such Authorized Person or Authorized Persons deem necessary or proper, in connection with the Chapter 11 Case;

Termination of Pension Plan

RESOLVED: That the Authorized Persons be, and they are, and each of them acting singly is, authorized and directed, in the name of and on behalf of the Corporation, to execute and deliver any pleading, paper, or document to the Bankruptcy Court, the Pension Benefit Guarantee Corporation, or any other person or entity necessary or appropriate to terminate the Pension Plan at such time as the Authorized Person shall determine and to take any and all actions that such Authorized Person or Authorized Persons deem necessary or proper in connection with terminating the Pension Plan;

Chapter 11 Professionals

RESOLVED: That the Authorized Persons be, and they are, and each of them acting singly is, authorized and directed to employ and retain the law firm of Ropes & Gray LLP as bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Persons, and they are, and each of them acting singly is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application for authority to retain the services of Ropes & Gray LLP;

RESOLVED: That the Authorized Persons be, and they are, and each of them acting singly is, authorized and directed to employ and retain the firm of Carl Marks Advisory Group LLC, as financial advisors to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Persons be, and they are, and each of them acting singly is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application for authority to retain the services of Carl Marks Advisory Group LLC;

General Authority


RESOLVED: That, in addition to the specific authorizations previously conferred herein upon the Authorized Persons, any Authorized Persons hereby be, and they are, and each of them acting singly is, authorized and directed, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such further actions, execute and deliver the Petition and any and all such agreements, pleadings, and other documents or papers, and pay all expenses, including filing fees, in each case as in such Authorized Person's or Authorized Persons' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purpose of the resolutions adopted herein;

RESOLVED: That all acts, actions, and transactions relating to the matters contemplated by the resolutions herein done in the name of and on behalf of the Corporation, which acts would have been approved by the resolutions herein except that such actions were taken before these resolutions were approved and adopted by the Board, are hereby in all respects approved and ratified.

Executed and Witnessed this 26th day of May, 2011 by a binding vote of the Board.



Signature of Board Secretary



Witness

BYRON M. SHERMAN

Name of Board Secretary

Jonathan C Chett

Name of Witness

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
WESTERN DIVISION**

	- X	:	
	:	:	
In re	:	:	Chapter 11
	:	:	
NORTHERN BERKSHIRE	:	:	Case No. 11-_____ ()
HEALTHCARE, INC.,	:	:	
	:	:	
Debtor.	:	:	
	:	:	
	- X		

CORPORATE OWNERSHIP STATEMENT

Northern Berkshire Healthcare, Inc. (“NBH”), pursuant to rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), respectfully represents and sets forth as follows:

1. NBH is a nonprofit corporation formed pursuant to chapter 180 of the Massachusetts General Laws and therefore (i) cannot issue any equity securities and (ii) has not issued any equity securities.

2. Accordingly, there are no entities to report pursuant to rule 1007(a)(1) of the Bankruptcy Rules.

UNITED STATES BANKRUPTCY COURT
District of Massachusetts

In re Northern Berkshire Healthcare, Inc.,
Debtor

Case No. 11-_____

Chapter 11

LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is the list of the creditors holding the 30 largest unsecured claims against the debtor and its affiliated debtors in chapter 11 (on a consolidated basis). The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

In re Northern Berkshire Healthcare, Inc.,
Debtor

Case No. 11- _____

LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
US Bank Corporate Trust Boston	US Bank Corporate Trust Boston Attn: Robert C. Butzier One Federal Street, 3rd Floor Boston, MA 02110 617-603-6430 and Nixon Peabody LLP Attn: Richard C. Pedone 100 Summer Street, Boston, Massachusetts 02110 617-345-1000	Bond	Contingent, unliquidated, disputed	\$29,680,000 Amount of security: Unknown
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation Attn: Daniel J. Hudson Attn: Suzanne Kelly 1200 K Street NW Washington, DC 20005-4026 202-326-4000 x 3158	Pension	Contingent, unliquidated, disputed	\$20,801,189
Bank of New York Mellon Trust Co. N.A.	Bank of New York Mellon Trust Co. N.A. Attn: Chi Ma 222 Berkeley Street, 2nd Floor Boston, MA 02116-3748 617-536-3234	Bond	Contingent, unliquidated, disputed	\$13,585,000 Amount of security: Unknown
Berkshire Health Systems	Berkshire Health Systems Attn: Darlene Rodowicz 725 North St. Pittsfield, MA 01201 413-447-2000	Note		\$1,855,832
Wells Fargo Bank	Wells Fargo Bank Attn: Gary Reavis 550 S. Tryon Street Charlotte, NC 28202-4200 MAC-D1086-070 704-410-8496	Swap		\$564,423.50
Depuy Orthopaedics, Inc.	Depuy Orthopaedics, Inc. Attn: Joyce Keyes P.O. BOX 988 700 Orthopedic Drive Warsaw, IN 46581-0988 219-267-8143	Trade debt		\$308,589.87

In re Northern Berkshire Healthcare, Inc.,
Debtor

Case No. 11- _____

LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

Williamstown Medical Associates	Williamstown Medical Associates Attn: Joanne Gorman 197 Adams Road Williamstown, MA 01267 413-664-5706	Note		\$266,130
Constellation New Energy, Inc.	Constellation New Energy, Inc. Attn: Jason Thomas 14217 Collections Center Dr. Chicago, IL 60693 617-717-7938	Trade debt		\$173,231.57
Sodexo USA	Sodexo USA Attn: David Marquis 9801 Washingtonian Boulevard Gaithersburg, MD 20878 800-432-6663	Trade debt		\$150,874.11
National Wound Care & Hyperbaric	National Wound Care & Hyperbaric Attn: James M. Tyler 4850 T-Rex Avenue, Suite 300 Boca Roton, FL 33431 561-994-1174	Trade debt		\$145,315
Sound Physicians of Massachusetts	Sound Physicians of Massachusetts Attn: Kathleen Ditcharo 1124 Pacific Avenue Tacoma, WA 98402 253-284-1862	Trade debt		\$143,865.96
Owens and Minor 71004099	Owens and Minor 71004099 Attn: Victory Mallory 135 Constitution Boulevard Franklin, MA 02038 804-965-5838	Trade debt		\$115,072.91

In re Northern Berkshire Healthcare, Inc.,
Debtor

Case No. 11- _____

LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

American Healthcare Services Assoc.	American Healthcare Services Assoc. Attn: Katrina Dekker 10126 E. Cherry Bend Rd. Suite 101 Traverse City, MI 49684 231-932-8660 x 104	Trade debt		\$106,302.60
Massachusetts Division of Unemployment	Massachusetts Division of Unemployment Revenue 19 Stanford Street, 5th Floor Boston, MA 02114 617-626-5075	Unemployment insurance		\$101,492.10
FirstSource Solutions USA, LLC	FirstSource Solutions USA, LLC Attn: Kathy Carter 8839 Reliable Parkway Chicago, IL 60686-0088 800-866-8629 x4831	Trade debt		\$95,413.88
Medical Information Technology, Inc.	Medical Information Technology, Inc. Attn: Lillian Vespa-Malkin Meditech Circle Westwood, MA 02090 781-821-3000	Trade debt		\$94,810.79
Philips Medical Capital	Philips Medical Capital Attn: Raymond McCreavy P.O. BOX 92449 Cleveland, OH 44193-0003 866-513-4762	Trade debt		\$93,116.37
Linc Health, Inc.	Linc Health, Inc. Attn: Barbara Farrington 325 Hopping Brook Road Holliston, MA 01746-1456 508-893-9500 X7117	Trade debt		\$84,212.62

In re Northern Berkshire Healthcare, Inc.,
Debtor

Case No. 11- _____

LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

McKesson Drug Company	McKesson Drug Company Attn: Paul Federico Pharmacy Account 280 Dividend Road Rocky Hill, Ct 06067 860-258-7232	Trade debt		\$77,437.57
Specialty Laboratories, Inc.	Specialty Laboratories, Inc. Attn: Anna Tutunjian P.O. BOX 54920 Los Angeles, CA 90054-0920 661-799-6681	Trade debt		\$73,015.98
Massachusetts Hospital Association	Massachusetts Hospital Association Attn: Joe Kirkpatrick 5 New England Executive Park Burlington, MA 01803 781-262-6000	Trade debt		\$72,461
Schwartz Hannum PC	Schwartz Hannum PC Attn: Charles F. McCannon, Jr. 11 Chestnut Street Andover, MA 01810 987-623-0900	Professional fees		\$71,905.07
Healthcare Services Management, Inc.	Healthcare Services Management, Inc. Attn: Christopher Clark 1 Batterymarch Park Suite 403 Quincy, MA 02169 781-749-4022	Trade debt		\$70,051.46
The Weissman Group	The Weissman Group Attn: Norm Weissman 353 Regency Ridge Drive, Dayton, OH 45459-4252 937-435-0100	Professional fees		\$63,131.75
Weatherby Locums, Inc.	Weatherby Locums, Inc. Attn: Ryan McCabe 6451 N. Federal Highway, Suite 800 Fort Lauderdale, FL 33308 954-837-2385	Trade debt		\$60,205.62

In re Northern Berkshire Healthcare, Inc.,
Debtor

Case No. 11- _____

LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

City of North Adams	City of North Adams Attn: Audry Dumas Treasurer and Tax Office City Hall North Adams, MA 01247 413-662-3044	Contract		\$55,937.08
Siemens Healthcare Diagnostics, Inc.	Siemens Customer Financial Services Attn: Sandy Raphaelian 115 Norwood Park South Norwood, MA 02062 800-241-0420	Trade debt		\$54,430.62
Siemens Financial Services, Inc.	Siemens Financial Services, Inc. Attn: Customer Relations - Jacqueline Blair 51 Valley Stream Pkwy Mailstop k-21 Malvern, PA 19355 866-249-4496	Trade debt		\$49,182.25
Blue Cross Blue Shield of Massachusetts	Blue Cross Blue Shield of Massachusetts Attn: Samantha Provins Landmark Center 401 Park Drive Boston, MA 02215-3326 617-246-5820	Trade debt		\$48,630.39
Staff Care Inc.	Staff Care Inc. Attn: Lynette Kehoe 222 W. Las Colinas Blvd Suite 1230 Irving TX 75039 469-524-1473	Trade debt		\$ 48,266.64

In re Northern Berkshire Healthcare, Inc.,
Debtor

Case No. 11-_____

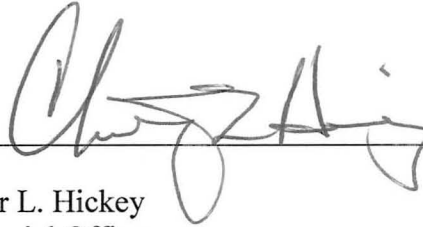
LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 30 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: June 13, 2011

Signature _____

A handwritten signature in black ink, appearing to read 'Chris Hickey', written over a horizontal line.

Christopher L. Hickey
Chief Financial Officer